



DECLARATION AND POWER OF ATTORNEY

(Attorney Docket No: 111244.150 (US2))

X & below-named inventors, we hereby declare that:

Our residences, post office addresses and citizenship are as stated below next to our names.

We believe that we are the original, and only inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled:

MANAGING RESOURCES FOR IP NETWORKING

the specification of which (check only one):

is attached hereto.

was filed as United States Patent Application
Serial No. 10/679,938 on October 6, 2003

was filed as PCT Patent Application Serial No. _____ on _____
and was amended under PCT Article 19 on _____ (if applicable)

We hereby state that we have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

We acknowledge the duty to disclose information which is material to the patentability of the claims of this application in accordance with Title 37, CFR §1.56(a) and §1.56(b).

We hereby claim foreign priority benefits under Title 35, United States Code, §119(a)-(e) or 365(b) of any foreign application(s) for patent or inventor's certificate or 365(a) of any PCT international application(s) designating at least one country other than the United States of America listed below and have also identified below any foreign application(s) for patent or inventor's certificate or any PCT international application(s) designating at least one country other than the United States of America filed by us on the same subject matter having a filing date before that of the application(s) of which priority is claimed:

PRIOR FOREIGN/PCT APPLICATION(S) AND ANY PRIORITY CLAIMS UNDER 35 U.S.C. §119(a)-(d) or 365(b), or 365(a):

COUNTRY (if PCT indicate PCT)	APPLICATION NUMBER	DATE OF FILING	PRIORITY CLAIMED UNDER 35 U.S.C. §119 (YES/NO)

Tober, et al
U.S.S.N. 10/679,938

I hereby claim benefit under 35 U.S.C. §119(e) of any United States provisional application(s) listed below:

APPLICATION NUMBER	DATE OF FILING	STATUS: PENDING OR ABANDONED
60/416,151	10/4/02	ABANDONED

We hereby claim the benefit under Title 35, United States Code, §120 of any United States application(s) or 365(c) of any PCT international application(s) designating the United States of America that is/are listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in that/those prior application(s) in the manner provided by the first paragraph of Title 35, United States Code, §112, we acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, §1.56 which occurred between the filing date of the prior applications and the national or PCT international filing date of this application:

**PRIOR U.S. APPLICATION OR PCT INTERNATIONAL APPLICATION(S)
DESIGNATING THE U.S. FOR BENEFIT UNDER 35 U.S.C. §120 or 365(c):**

APPLICATION NUMBER	DATE OF FILING (day, month, year)	STATUS: (PATENTED, PENDING OR ABANDONED)

POWER OF ATTORNEY: As named inventors, we hereby appoint the following attorneys and/or agents to prosecute this application and transact all business in the Patent and Trademark Office connected therewith.

CUSTOMER NUMBER 23483

the mailing address and telephone number of each of whom is c/o HALE AND DORR LLP, 60 State Street, Boston, Massachusetts 02109 U.S.A., (617) 526-6000.

Send Correspondence to:

Gary A. Walpert
HALE AND DORR LLP
60 State Street
Boston, Massachusetts 02109

Direct Telephone Calls to:

Gary A. Walpert
(617) 526-6465 Phone
(617) 526-5000 Facsimile

Wherefore, we petition that letters patent be granted to us for the invention or discovery described and claimed in the attached specification and claims, and hereby subscribe our names to said specification and claims and to the foregoing declaration, power of attorney, and this petition.

We hereby declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by

fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first inventor: Benjamin Ari Tober

Inventor's signature

Benjamin Ari Tober Date July 9, 2004

Citizenship:

United States of America

Residence:

27 Corey Way, Northborough, Massachusetts 01532

Post Office Address:

Same

Full name of second inventor: Matthew Hayden Harper

Inventor's signature

MH

Date 7-1-2004

Citizenship:

United States of America

Residence:

22 Ticklefancy Lane, Salem, New Hampshire 03079

Post Office Address:

Same

Full name of third inventor: Leonard Schwartz

Inventor's signature

Leonard Schwartz

Date 7/1/04

Citizenship:

United States of America

Residence:

193 Rosemont Drive, North Andover, Massachusetts 01845

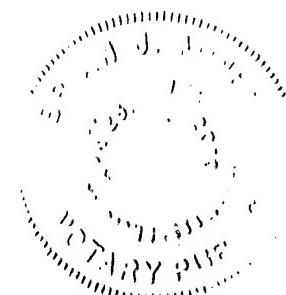
Post Office Address:

Same

Matthew Harper and Leonard Schwartz personally appeared before me on this 1st day of July, 2004. Both are personally known to me. Benjamin Tober personally appeared before me on this 9th day of July, 2004. He is also personally known to me

Brian J. Mirek
my commission Expires
April 23, 2010

Brian J. Mirek
my commission Expires
April 23, 2010



COPY

ASSIGNMENT

WHEREAS, we, **Benjamin Ari Tober**, being a citizen of the United States of America, residing at 27 Corey Way, Northborough, Massachusetts 01532; **Matthew Hayden Harper**, being a citizen of the United States of America, residing at 22 Ticklefancy Lane, Salem, New Hampshire 03079; and **Leonard Schwartz**, being a citizen of United States of America, residing at 193 Rosemont Drive, North Andover, Massachusetts 01845, are inventors of certain new and useful inventions and discoveries, for which we have made an application for Letters Patent entitled **MANAGING RESOURCES FOR IP NETWORKING**, which application was filed in the United States Patent and Trademark Office on October 6, 2003 and assigned Serial No. 10/679,938; and

WHEREAS, **Starent Networks Corporation**, whose business address is 30 International Place, Tewksbury MA 01876 which together with its successors and assigns is hereinafter called "ASSIGNEE," is desirous of acquiring the title, rights, benefits, and privileges hereinafter recited;

NOW, THEREFORE, for and in consideration of good and valuable consideration furnished by ASSIGNEE to us, receipt and sufficiency of which we hereby acknowledge, we hereby, without reservations:

1. Assign, transfer, and convey to ASSIGNEE the entire right, title, and interest in and to said inventions and discoveries, said application for Letters Patent, any and all other applications for Letters Patent on said inventions and discoveries in whatsoever countries, including all divisional, renewal, substitute, continuation, continuation-in-part, and convention applications based in whole, or in part, upon said inventions or discoveries, or upon said applications, and any and all Letters Patents, reissues, and extensions of Letters Patent granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon, or arise from, said inventions, said discoveries, said applications, and said Letters Patent;

2. Authorize ASSIGNEE to file patent applications in any or all countries on any or all of said inventions and discoveries in my name or in the name of ASSIGNEE or otherwise as ASSIGNEES may deem advisable, under International Conventions or otherwise;

3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments throughout the world to issue or transfer all said Letters Patents to ASSIGNEE, as ASSIGNEE of the entire right, title, and interest therein or otherwise as ASSIGNEE may direct;

4. Warrant that we have not knowingly conveyed to others any right in said inventions, discoveries, applications, or patents, or any license to use the same, or to make, use, or sell anything

embodying or utilizing any of said inventions or discoveries; and that we have good right to assign the same to ASSIGNEE without encumbrance;

5. Bind our heirs, legal representatives, and assigns, as well as ourselves, to do, upon ASSIGNEE'S request and at ASSIGNEE'S expense, but without additional consideration to us or them, all acts reasonably serving to assure that said inventions and discoveries, said patent applications, and said Letters Patents shall be held and enjoyed by ASSIGNEE as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representatives, and assigns if this Assignment had not been made; and particularly to execute and deliver to ASSIGNEE all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by ASSIGNEE; and to communicate to ASSIGNEE all facts known to me relating to said inventions and discoveries or the history thereof, and to testify as to the same in any court or proceeding; and to furnish ASSIGNEE any and all documents, photographs, models, samples, and other physical exhibits in my control or in the control of my heirs, legal representatives, or assigns which may be useful for establishing the facts of my conceptions, disclosures, and reduction to practice of said

inventions and discoveries.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals.



Date: July 9, 2004

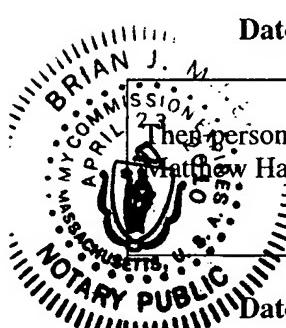
Benjamin Ari Tober
Benjamin Ari Tober

Then personally appeared before me this 1st day of JULY, 2004, the above named Benjamin Ari Tober who acknowledged the forgoing instrument to be his free act and deed.

Brian J. Miner
Notary Public

Date: 7-1-2004

Matthew Z
Matthew Hayden Harper

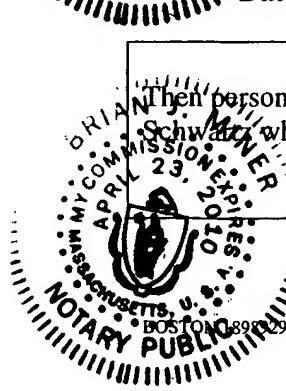


Then personally appeared before me this 1st day of JULY, 2004, the above named Matthew Hayden Harper who acknowledged the forgoing instrument to be his free act and deed.

Brian J. Miner
Notary Public

Date: 7/1/04

Leonard Schwartz
Leonard Schwartz



Then personally appeared before me this 1st day of JULY, 2004, the above named Leonard Schwartz who acknowledged the forgoing instrument to be his free act and deed.

Brian J. Miner
Notary Public